

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
**Caption in Compliance with D.N.J. LBR
9004-2(c)**

LOWENSTEIN SANDLER LLP

Kenneth A. Rosen, Esq.
Bruce Buechler, Esq.
Gerald C. Bender, Esq.
Wojciech F. Jung, Esq.
Shirley Dai, Esq.
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
(973) 597-2400 (Facsimile)

*Proposed Counsel to the Debtors and
Debtors-in-Possession*

In re:

Dots, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 14-11016 (____)

(Joint Administration Requested)

**ORDER AUTHORIZING (I) REJECTION OF CERTAIN UNEXPIRED LEASES OF
NON-RESIDENTIAL REAL PROPERTY AS OF THE SURRENDER DATE,
(II) ABANDONMENT OF RELATED PROPERTY, AND (III) RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through four (4) and
Exhibit 1 are hereby **ORDERED**.

¹ The Debtors in these chapter 11 cases are Dots, LLC, IPC/Dots LLC, and Dots Gift LLC. The last four digits of Dots, LLC's and IPC/Dots LLC's tax identification numbers are (3957) and (8282), respectively.

Page: 2
Debtor: Dots, LLC et al
Case No.: 14-11016 ()
Caption: Order Authorizing (I) Rejection of Certain Unexpired Leases of Non-Residential Real Property as of the Surrender Date, (II) Abandonment of Related Property, and (III) Related Relief

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order, pursuant to sections 105(a), 365(a), and 554 of the Bankruptcy Code and Bankruptcy Rules 6003, 6004, 6006 and 6007 permitting the Debtors to reject as of the Surrender Date the Rejected Leases identified on **Exhibit 1** hereto, the abandonment of Related Property located at the premises associated with the Rejected Leases, and related relief; and the Court having reviewed the Motion and determined that the relief sought in the Motion is in the best interest of the Debtors, their estates and creditors, and other parties-in-interest; and the Court having jurisdiction to consider the Motion and the relief requested therein; venue being proper before the Court pursuant to 28 U.S.C. § 1408 and 1409; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Rejected Leases, as set forth on **Exhibit 1** hereto, are hereby rejected as of the Surrender Date.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Page: 3
Debtor: Dots, LLC et al
Case No.: 14-11016 ()
Caption: Order Authorizing (I) Rejection of Certain Unexpired Leases of Non-Residential Real Property as of the Surrender Date, (II) Abandonment of Related Property, and (III) Related Relief

2. Any claims arising out of or related to the rejection of each Rejected Lease must be filed by the deadline established in the Chapter 11 Cases for the filing of proofs of claim, or said claim shall be barred from receiving any distribution in the Chapter 11 Cases.

3. The Debtors do not waive any claims that they have (or may have) against any counterparty to a Rejected Lease whether or not such claim is related to the rejection of such Rejected Lease.

4. The Debtors are deemed to have abandoned the Related Property as of the Surrender Date at the locations set forth in **Exhibit 1**, without any administrative expense liability to any party-in-interest for rental charges or occupancy of the premises after the Surrender Date. Moreover, party-in-interest may, in their sole discretion and without further notice, dispose of such Related Property without liability to the Debtors and, to the extent applicable, the automatic stay is modified to allow such disposition.

5. The right of any party in interest to assert a non-administrative expense claim against the Debtors' estates for costs associated with the removal or disposition of the Related Property is fully preserved; provided that any such claim must be filed by the deadline established in these Chapter 11 Cases for the filing of proofs of claim, or said claim shall be barred from receiving any distribution in the Chapter 11 Cases; provided further that the rights of all parties, including those of the Debtors, to contest any such claim are fully preserved.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Page: 4

Debtor: Dots, LLC et al

Case No.: 14-11016 ()

Caption: Order Authorizing (I) Rejection of Certain Unexpired Leases of Non-Residential Real Property as of the Surrender Date, (II) Abandonment of Related Property, and (III) Related Relief

7. Counterparties and parties in interest to the Rejected Leases shall be prohibited from setting off or otherwise using security deposits or other monetary deposits in their possession or control to reduce their claim(s) against the Debtors without prior Court approval.

8. Bankruptcy Rule 6004(h) is waived and the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1
(Page 1 of 2)

LIST OF REJECTED LEASES
(In Alphabetical Order by Landlord Name)

Store #	Store Name	Store Location	Landlord
784	Bay Plaza	Bronx NY	Bay Plaza Community Center
776	Falcara's Plaza	Lawrence NY	Brixbor SPE 2 LLC
221	Westview Center	Hanover Park IL	Brixbor SPE 3, LLC c/o Brixbor
734	Mktplace @ Carriage Crossing	Collierville TN	Carriage Crossing Market
778	Centerpointe Mall	Grand Rapids MI	Centerpoint Development
775	Westridge Court	Naperville IL	Centro NP Holdings 6 SPE, LLC
786	Cherry Hill Walmart	Cherry Hill NJ	Cherry Hill VF L.L.C.
719	Volusia Square	Daytona Beach FL	Cole MT Daytona Beach FL, LLC
599	Shops @ Hulen	Ft. Worth TX	Coleman & Logan, P.C.
723	Bandera Pointe North	11643 Bandera Rd., San Antonio TX	DDR DB SA Ventures LP
787	Terrell Plaza	1231 Austin Highway San Antonio TX	DDR DB Terrell LP
752	Macedonia Commons	Macedonia OH	DOTRS Limited Liability
712	Rockwell Plaza	8533 North Rockwell Avenue Oklahoma City OK	Inland American Retail Mgmt,
800	Memorial Square	13726 North Pennsylvania Ave., Oklahoma City OK	Inland Continental Property
715	University Town Center	Norman OK	Inland Diversified Real Estate
765	Four Flaggs S/C	8321 W Golf Road, Niles IL	Inland Four Flaggs, LLC
741	Levittown Town Center	Levittown PA	Levittown LP
804	Worcester Crossing	Worcester MA	Madison Worcester Holdings
799	Nassau Mall	Levittown NY	Nassau Mall Plaza Associates
391	Northshore Commons	New Hyde Park NY	New Lake Hill, L.L.C.

Exhibit 1
(Page 2 of 2)

LIST OF REJECTED LEASES
(In Alphabetical Order by Landlord Name)

Store #	Store Name	Store Location	Landlord
751	Florence Square	Florence KY	New Plan Property Holding
763	Novi Town Center	Novi MI	Novi Town Center Investors LLC
801	Pinewood Square	Lake Worth FL	Pinewood Palm Beach Retail,
661	Swansea S/C II	Swansea MA	R.K. Swansea, LLC
808	Heritage Place	Creve Coeur MO	Ramco-Gershenson Properties,
671	Rockwall Crossing	Rockwall TX	Rockwall Crossing Ltd.
729	Deerfield Place	Milton GA	Sembler Alpharetta I, LLC
806	Pointe Plaza	5762 W. Touhy Ave., Niles IL	TDC Ocean Pointe, LLC
767	Northpointe Plaza	Lewis Center OH	Tuller Square Northpointe LLC
277	Villa Oak	Villa Park IL	Villa Oaks, LLC
652	Voice of America	West Chester OH	VOA Development Company, LLC
785	North Bergen	North Bergen NJ	Vornado North Bergen Tonnelle
811	Clermont Landing	Clermont FL	Weingarten I-4 Clermont
783	Countryside Centre	Clearwater FL	Weingarten Realty Investors
795	Ridgeway Trace S/C	Memphis TN	WRI Ridgeway, LLC
713	Westchester Commons	Midlothian VA	Zaremba Metropolitan